

**RESOLUTIONS AUTHORIZING THE FILING OF A PETITION
UNDER CHAPTER 7 OF TITLE 11, UNITED STATES CODE ON BEHALF OF
THELEN LLP**

WHEREAS, on October 28, 2008, pursuant to a resolution of that same date (the "Authorizing Resolution"), the Partnership Council of Thelen LLP ("Thelen" or the "Partnership") after deliberation, determined that it is in the best interests of the Partnership to pursue the wind down of its business effective as of 11:59 p.m., San Francisco, California, time on November 30, 2008 (the "Effective Time") and that the Partnership's business and affairs be wound up in accordance with that certain Plan of Dissolution of Thelen LLP (the "Plan of Dissolution"); and

WHEREAS, in October 2008, the Office of the Chair appointed an Administrative Committee (the "Administrative Committee") composed of Partners Douglas Davidson, Thomas Hill and David Graybeal for the purpose of overseeing and governing the winding up and liquidation of Thelen's business and affairs; and

WHEREAS, pursuant to the Fourth Amended and Restated Partnership Agreement of Thelen LLP, the Authorizing Resolution delegated all the power and authority of the Partnership Council and the Office of the Chair to the Administrative Committee in connection with the winding up of the business affairs of Thelen including, without limitation, the power to execute and file a petition by Thelen in the United States Bankruptcy Court (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 or Chapter 7 of Title 11 of the United States Code (the "Bankruptcy Code");

WHEREAS, the Administrative Committee has determined that a filing seeking relief under the provisions of Chapter 7 of the Bankruptcy Code in the Southern District of New York is in the best interests of Thelen given that: (i) Citibank, N.A. is no longer willing to advance funds for the cost of collection and wind down operations; (ii) Thelen's estimated realizable assets will be insufficient to result in any meaningful payment to unsecured creditors given the unpaid balance (approximately \$7.2 million) of Citibank's secured loan; (iii) Citibank is unwilling to fund the administrative costs of a Chapter 11 proceeding, thus, based upon the advice of counsel, making it impractical given the foregoing to seek relief under Chapter 11 of the Bankruptcy Code; (iv) Thelen's operations and assets have been substantially wound down and its offices decommissioned, substantially accomplishing the purposes of the Plan of Dissolution; (v) all material remaining accounts receivable have been assigned to either third party collection agencies or collection attorneys and Thelen's other remaining assets (other than some artwork) have been liquidated; (vi) a number of judgments have been entered against Thelen by unsecured creditors and Thelen faces the prospect of continuing litigation without the resources to retain counsel or mount a defense; (vii) the majority of Thelen's remaining assets are accounts receivable that originate from its former New York office; and (viii) Thelen's largest remaining creditors are located in New York.

THEREFORE, upon motion duly made and seconded, it is hereby

RESOLVED, that any member of the Administrative Committee (the "Authorized Person") hereby is individually authorized, empowered and directed, on behalf of Thelen, to execute and verify a petition in the name of Thelen under Chapter 7 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court for the Southern District of New York in such form and at such time as the Administrative Committee, upon the advice of counsel, shall determine; and it is further


RESOLVED, that any Authorized Person, acting alone, be and hereby is individually authorized, directed and empowered, on behalf of and in the name of Thelen, to execute and/or file, or cause to be executed and/or filed, all necessary documents, including but not limited to, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in connection with the execution and/or filing to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action, that he deems necessary, proper or desirable in connection with the Chapter 7 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

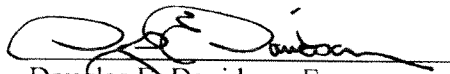
RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person, acting alone, to seek relief on behalf of Thelen under Chapter 7 of the Bankruptcy Code, or in connection with the Chapter 7 case, or any matter related thereto, if necessary, be and they hereby are adopted, ratified, confirmed and approved in all respects as the acts and deeds of Thelen; and it is further

RESOLVED, that any Authorized Person, acting alone, be and hereby is authorized and empowered to certify the foregoing resolutions.

Dated: September 11, 2009

ADMINISTRATIVE COMMITTEE


David P. Graybeal, Esq., Chair


Douglas E. Davidson, Esq.

Thomas E. Hill, Esq.

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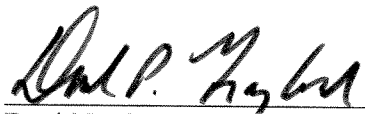
RESOLVED, that any Authorized Person, acting alone, be and hereby is individually authorized, directed and empowered, on behalf of and in the name of Thelen, to execute and/or file, or cause to be executed and/or filed, all necessary documents, including but not limited to, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in connection with the execution and/or filing to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action, that he deems necessary, proper or desirable in connection with the Chapter 7 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person, acting alone, to seek relief on behalf of Thelen under Chapter 7 of the Bankruptcy Code, or in connection with the Chapter 7 case, or any matter related thereto, if necessary, be and they hereby are adopted, ratified, confirmed and approved in all respects as the acts and deeds of Thelen; and it is further

RESOLVED, that any Authorized Person, acting alone, be and hereby is authorized and empowered to certify the foregoing resolutions.

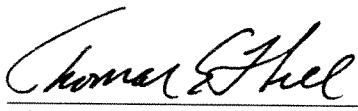
Dated: September 11, 2009

ADMINISTRATIVE COMMITTEE



David P. Graybeal, Esq., Chair

Douglas E. Davidson, Esq.



Thomas E. Hill, Esq.